

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA,)	
c/o Department of Justice)	
Washington, D.C. 20530,)	
Plaintiff,)	
)	
v.)	Civil Action No. 96 0606
)	Entered: April 10, 1996
AUTOMATIC DATA PROCESSING, INC.))	Filed: April 10, 1996
One ADP Boulevard)	
Roseland, New Jersey 07068-1728,)	NANCY MAYER-WHITTINGTON, CLERK
Defendant.)	U.S. DISTRICT COURT
)	

STIPULATION

It is stipulated by and between the undersigned parties, by their respective attorneys, that:

- (1) the parties consent that the Court may file and enter a Final Judgment in the form attached to this Stipulation, on the Court's own motion or on the motion of any party at any time, and without further notice to any party or other proceedings, if Plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on Defendant Automatic Data Processing, Inc. and filing that notice with the Court;
- (2) the Defendant Automatic Data Processing, Inc. waives any objection to venue for purposes of this Final Judgment;

(3) in the event Plaintiff withdraws its consent or if the proposed Final Judgment is not entered pursuant to this Stipulation, this Stipulation shall be of no effect whatever and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding; and

(4) the parties' execution of this Stipulation and the entry of the Final Judgment settles, discharges, and releases any and all claims of the plaintiff:

(a) against the Defendant Automatic Data Processing, Inc. for failure to comply with any provision of § 7A of the Clayton Act, 15 U.S.C. § 18a, arising from Defendant Automatic Data Processing, Inc.'s 1995 acquisition of AutoInfo, Inc. assets and for failure to comply with § 7A of the Clayton Act, 15 U.S.C. § 18a, by Defendant Automatic Data Processing, Inc. failing to submit documents responsive to Item 4(c) in any Premerger Notification and Report Form filed on or before January 1, 1996;

(b) against any officer or director of the Defendant Automatic Data Processing, Inc. for failure to comply with any provision of § 7A of the Clayton Act, 15 U.S.C. § 18a, arising from Defendant Automatic Data Processing, Inc.'s 1995 acquisition of AutoInfo, Inc. assets and for failure to comply with § 7A of the Clayton Act, 15 U.S.C. § 18a, by failing to submit documents responsive to Item 4(c) in any Premerger Notification Report Form filed by Defendant Automatic Data Processing, Inc. on or before January 1, 1996.

Dated: March 25, 1996.

FOR THE DEFENDANT
AUTOMATIC DATA PROCESSING, INC.

_____/s/_____
James B. Benson
General Counsel/Corporate Vice President
Automatic Data Processing, Inc.
One ADP Boulevard
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FOR THE PLAINTIFF UNITED STATES
OF AMERICA:

_____/s/_____
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Assistant Attorney General

_____/s/_____
Lawrence Fullerton
Deputy Assistant Attorney General

_____/s/_____
Constance K. Robinson
Director of Operations

_____/s/_____
Robert A. Potter
Chief, Legal Policy Section

_____/s/_____
Jack Sidorov
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Department of Justice
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_____/s/_____
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Director
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_____/s/_____
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